

***Amendments to the Claims***

The listing of claims will replace all prior versions, and listings of claims in the application.

1-18. (cancelled)

19. (new) A variable gain amplifier, comprising:

a first transistor and a second transistor coupled together differentially;

a plurality of degeneration resistance circuits, each having a switch responsive to a control voltage, coupled to said first transistor and said second transistor; and

means for varying the control voltage to stagger turn-on of said plurality of degeneration resistance circuits.

9/11/05 20. (new) The amplifier of claim <sup>19</sup>20, wherein each of said plurality of degeneration resistance circuits has an approximately equal resistance.

21. (new) The amplifier of claim 20, wherein each of said plurality of degeneration resistance circuits has a resistance, said resistance of a first degeneration resistance circuit being greater than said resistance of a second degeneration resistance circuit.

22. (new) The amplifier of claim 20, wherein said means for varying the control voltage includes a voltage offset ladder circuit.